

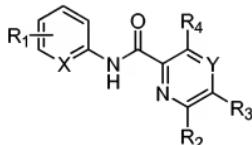
AMENDMENTS TO THE CLAIMS

Please cancel Claims 20-34 without prejudice and insert therefore new Claims 35-49. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-34 (canceled)

35. (New) A compound of the Formula (I):



wherein:

X is -N-, or -C-;

Y is -N-;

R1 is selected from:

- 1) hydrogen,
- 2) C₁₋₁₀alkyl,
- 3) C₂₋₁₀alkenyl,
- 4) C₂₋₁₀alkynyl
- 5) C₃₋₁₀cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR^dR^e,
- 10) -CO₂R^d,
- 11) -OR^d,
- 12) -CN, and

13) halogen,

where alkyl, alkenyl, alkynyl, cycloalkyl and heterocyclyl are optionally substituted with 1, 2, 3 or 4 substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R₂ is selected from:

- 1) hydrogen,
- 2) C₁₋₁₀alkyl,
- 3) C₂₋₁₀alkenyl,
- 4) C₂₋₁₀alkynyl,
- 5) C₃₋₁₀cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) -CN,
- 9) halogen,
- 10) -OR^d, and
- 11) heteroaryl,

where alkyl, alkenyl and alkynyl, cycloalkyl and heterocyclyl, aryl, and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 five substituents independently selected from R^b;

R₃ is selected from:

- 1) aryl,
- 2) -NR^dRE,
- 3) halogen,
- 4) C₁₋₁₀alkyl,
- 5) -OR^d,
- 6) hydrogen, and
- 7) -SR^d,

where alkyl are optionally substituted with 1, 2, 3, 4 or 5 substituents selected from R^a, with the proviso that at least one of R₂ and R₃ is other than hydrogen;

R₄ is selected from:

- 1) aryl,
- 2) heteroaryl,
- 3) -NR^dRE,

- 4) halogen,
- 5) -OR^d,
- 6) hydrogen, and
- 7) SR^d;

where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R^a is selected from:

- 1) hydrogen,
- 2) -OR^d,
- 3) -NO₂,
- 4) halogen,
- 5) -S(O)_mR^d,
- 6) -SR^d,
- 7) -S(O)_mNR^dRE,
- 8) -NR^dRE,
- 9) -C(O)R^d,
- 10) -CO₂R^d,
- 11) -OC(O)R^d,
- 12) -CN,
- 13) -SiR^cR^dRE,
- 14) -C(O)NR^dRE,
- 15) -NR^dC(O)RE,
- 16) -OC(O)NR^dRE,
- 17) -NR^dC(O)ORE,
- 18) -NR^dC(O)NR^dRE,
- 19) -CR^d(N-OR^c),
- 20) CF₃, and
- 21) -OCF₃;

R^b is selected from:

- 1) R^a,
- 2) C₁₋₁₀ alkyl,
- 3) C₂₋₁₀ alkenyl,
- 4) C₂₋₁₀ alkynyl,

- 5) C₃-10cycloalkyl,
- 6) heterocyclyl,
- 7) aryl, and
- 8) heteroaryl,

where alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

R^c is selected from:

- 1) halogen,
- 2) amino,
- 3) carboxy,
- 4) cyano,
- 5) C₁-4alkyl,
- 6) C₁-4alkoxy,
- 7) aryl,
- 8) aryl C₁-4alkyl,
- 9) heteroaryl,
- 10) hydroxy,
- 11) CF₃, and
- 12) aryloxy;

R^d and R^c are independently selected from R^a, C₁-10alkyl, C₂-10alkenyl, C₂-10alkynyl and Cy, where alkyl, alkenyl, alkynyl and Cy are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

or R^d and R^c together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

Cy is independently selected from cycloalkyl, heterocyclyl, aryl, or heteroaryl; and m is 1 or 2;

or a pharmaceutically acceptable salt thereof.

36. (New) The compound of Claim 35 wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) C₁-6alkyl,
- 3) C₂-6alkenyl,
- 4) C₂-6alkylyl,
- 5) C₃-6cycloalkyl,
- 6) heterocycl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR_dR_e,
- 10) -OR_d,
- 11) -CO₂R_d,
- 10) -CN,
- 12) halogen;

where alkyl, alkenyl, alkylyl, cycloalkyl and heterocycl are optionally substituted with one to four substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R₂ is selected from:

- 1) hydrogen,
- 2) C₁-6alkyl,
- 3) C₂-6alkenyl,
- 4) C₃-6cycloalkyl,
- 5) aryl,
- 6) heteroaryl,
- 7) -CN,
- 8) -OR_d, and
- 9) halogen,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R₃ is selected from:

- 1) hydrogen,
- 2) C₁-6alkyl,

- 3) aryl,
- 4) $-\text{NRdRe}$,
- 5) $-\text{ORd}$,
- 6) $-\text{SRd}$,
- 7) halogen;

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a, with the proviso that at least one of R₂ and R₃ is other than hydrogen;

R⁴ is selected from:

- 1) hydrogen,
- 2) aryl,
- 3) heteroaryl,
- 4) $-\text{NHRd}$,
- 5) $-\text{ORd}$,
- 6) $-\text{SRd}$,
- 7) halogen;

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R^a is selected from:

- 1) hydrogen,
- 2) $-\text{ORd}$,
- 3) halogen,
- 4) $-\text{NRdRe}$,
- 5) $-\text{CN}$,
- 6) CO_2R^d ,
- 7) CF_3

R^b is selected from:

- 1) R^a,
- 2) C₁₋₃ alkyl

where alkyl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c;
R^c is selected from:

- 1) hydrogen,
- 2) carboxy

3) C1-3alkyl,

R^d and R^c are independently selected from R^a, C₁₋₄alkyl, cycloalkyl, aryl, or heteroaryl, where alkyl, cycloalkyl, aryl, or heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c,

or R^d and R^c together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen.

37. (New) The compound of Claim 36 wherein:

R^a is selected from:

- 1) hydrogen,
- 2) -CN,
- 3) halogen;

R^b is selected from the definitions of R^a.

38. (New) The compound of Claim 36 wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) -C(O)-O-CH₃,
- 4) pyridinyl,
- 5) -CN,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) -CH=CH, and
- 9) hydroxyl,

wherein alkyl and heterocyclyl are optionally substituted with 1 or 2 substituents selected from R^a, and where heteroaryl are optionally substituted with 1 or 2 substituents independently selected from R^b.

39. (New) The compound of Claim 36 wherein:

R₂ is selected from:

- 1) hydrogen,
- 2) phenyl, which is optionally mono or di-substituted with a substituent selected from halo, -CH₃ and cyano,
- 3) CH₃, ethyl, butyl,
- 4) bromo, chloro,
- 5) -CN,
- 6) -OCH₃,
- 7) pyridinyl, thienyl, and
- 8) -CF₃,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b.

40. (New) The compound of Claim 36 wherein:

R₃ is selected from:

- 1) hydrogen,
- 2) -N(CH₃)CH₃,
- 3) CH₃,
- 4) piperidinyl,
- 5) -S-CH₃,
- 6) -NCH₂CH₃,
- 7) -OCH₃,
- 8) -N-CH₂-furanyl,
- 9) -N-CH(CH₃)₂,
- 10) CF₃,
- 11) phenyl,
- 12) chloro, and
- 13) -NH₂,

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a.

41. (New) The compound of Claim 36 wherein:

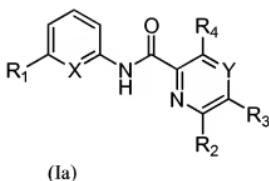
R₄ is selected from:

- 1) hydrogen,
- 2) -NH₂,
- 3) hydroxyl,

- 4) -NH-pyridyl,
- 5) -S-CH₃,
- 6) -N(CH₃)₂,
- 7) -N-C(O)-O-CH₂C=CH₂.

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b.

42. (New) The compound of Claim 35 of the Formula (Ia):



wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) -C(O)-O-CH₃,
- 4) pyridinyl,
- 5) -CN,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) -CH≡CH-Si(CH₃)₃,
- 9) -CH≡CH, and
- 10) hydroxyl;

R₂ is selected from:

- 1) hydrogen,
- 2) phenyl, optionally mono or di-substituted with a substituent selected from halo, -CH₃ and cyano,
- 3) CH₃, ethyl, butyl,
- 4) bromo, chloro,
- 5) -CN,

- 6) -OCH₃,
- 7) pyridinyl, thienyl, and
- 8) -CF₃;

R₃ is selected from:

- 1) hydrogen,
- 2) -N(CH₃)CH₃,
- 3) CH₃,
- 4) piperidinyl,
- 5) -S-CH₃,
- 6) -NCH₂CH₃,
- 7) -OCH₃,
- 8) -N-CH₂-furanyl,
- 9) -N-CH(CH₃)₂,
- 10) CF₃,
- 11) phenyl,
- 12) chloro, and
- 13) -NH₂,

with the proviso that at least one of R₂ and R₃ is other than hydrogen;

R₄ is selected from:

- 1) hydrogen,
- 2) -NH₂,
- 3) hydroxyl,
- 4) -NH-pyridyl,
- 5) -S-CH₃,
- 6) -N(CH₃)₂,
- 7) -N-C(O)-O-CH₂C=CH₂;

or a pharmaceutically acceptable salt thereof.

43. (New) The compound of Claim 42 wherein
R₃ is hydrogen or methyl.

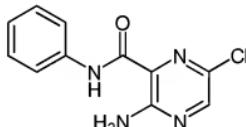
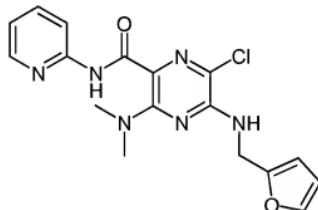
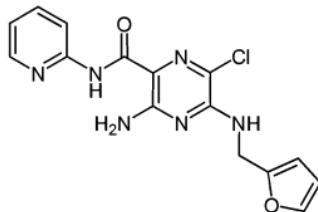
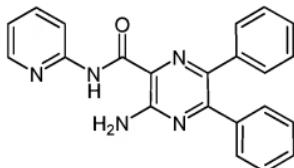
44. (New) The compound of Claim 42 wherein
R₄ is hydroxyl, -NH₂ or -NH-aryl.

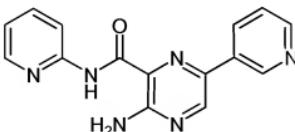
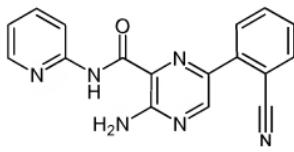
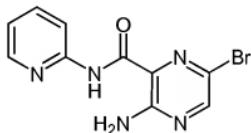
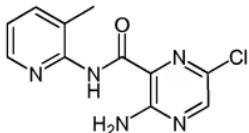
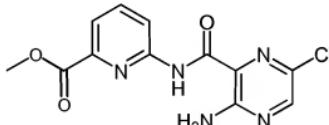
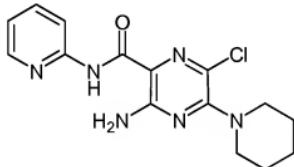
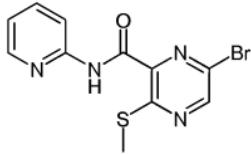
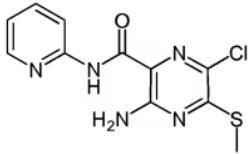
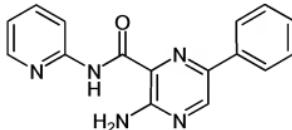
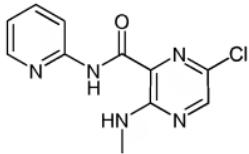
45. (New) The compound of Claim 42 wherein
R₂ is halo or methyl.

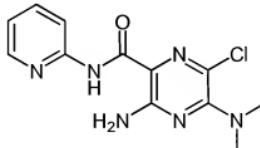
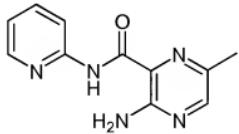
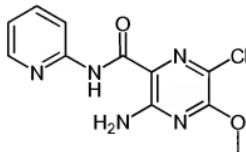
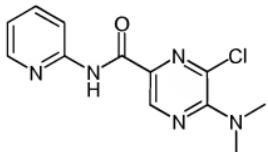
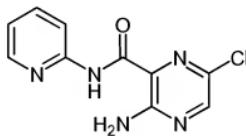
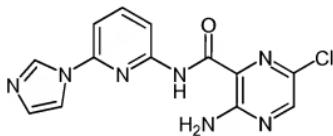
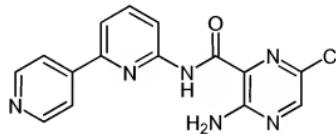
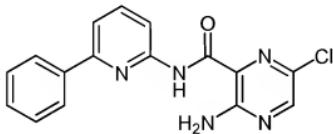
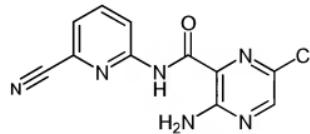
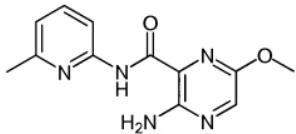
46. (New) The compound of Claim 42 wherein
R₁ is hydrogen or methyl.

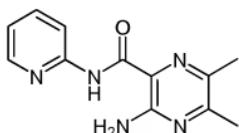
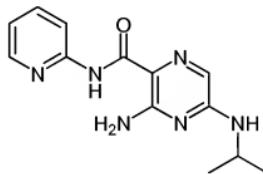
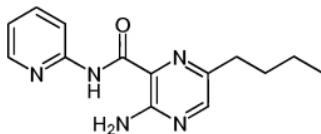
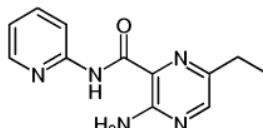
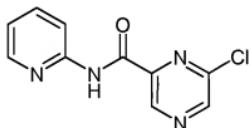
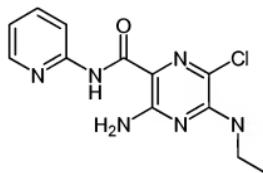
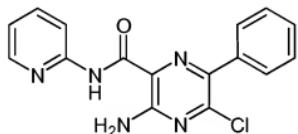
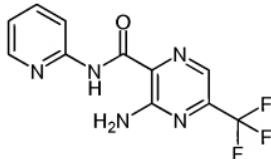
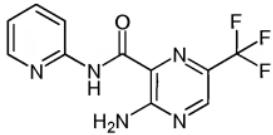
47. (New) The compound of Claim 42 wherein
R₁ is hydrogen or methyl;
R₂ is halo or methyl;
R₃ is hydrogen or methyl; and
R₄ is hydroxyl, -NH₂ or -NH-aryl.

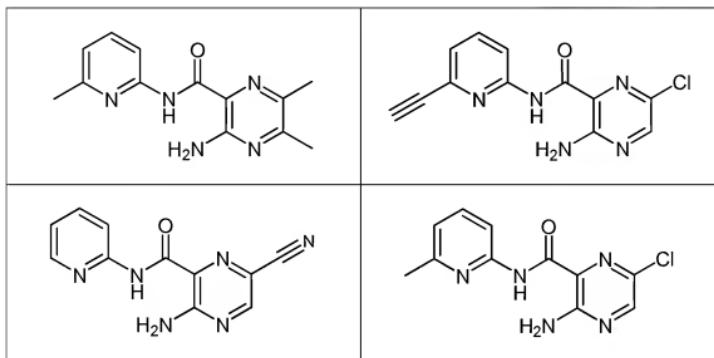
48. (New) A compound which is selected from the group consisting of:











or a pharmaceutically acceptable salt thereof.

49. (new) A pharmaceutical composition comprising the compound of Claim 35, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.